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**ITEL**  
**Pullman**  
March 13, 1989

9-076A004

**Istel Rail Corporation**  
55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000  
(415) 781-1035 Fax

Date 3/17/89  
Fee 13.00

ICC Washington, D.C. RECORDATION NO. 8939-A FILED 1428

**REC'D. IN APAY**

Hon. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

MAR 17 1989 - 11 05 AM

MAR 14 1989

INTERSTATE COMMERCE COMMISSION  
Returned For Approval \_\_\_\_\_ To \_\_\_\_\_  
Returned For Coding \_\_\_\_\_ To \_\_\_\_\_

**Re: Amendment No. 3 to Exhibit A to Lease Agreement dated as of May 12, 1977, between Istel Railcar Corporation and Plywood Marketing Associates**

Dear Ms. McGee:

On behalf of Istel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$13 recordation fee.

Please record this Amendment under the Lease Agreement dated as of May 12, 1977, between Istel Railcar Corporation, as assignee of Evans Railcar Leasing Company, and Plywood Marketing Associates, which was filed with the ICC on August 18, 1977, under Recordation No. 8939.

The parties to the aforementioned instrument are listed below:

Istel Railcar Corporation (Lessor)  
55 Francisco Street  
San Francisco, California 94133

Plywood Marketing Associates (Lessee)  
7409 N. E. Hazel Dell Avenue  
Vancouver, Washington 98665

This Amendment terminates from the Lease Agreement eight (8) RBL boxcars bearing reporting marks USLX 11721, 11727, 11730-11731, and 11734-11737, and adds thereto eight (8) 52-5", 70-ton RB boxcars bearing reporting marks USLX 16061, 16063-16066 and 16069-16071.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*Patricia Schumacker*  
Patricia Schumacker  
Legal Department

MAR 17 10 51 AM '89  
MOTOR OPERATING UNIT

RECORDATION NO. 8939A FILED 1425

MAR 17 1989 - 11 05 AM  
INTERSTATE COMMERCE COMMISSION

Lot No. 1515-00  
1515-01  
1515-02

AMENDMENT NO. 3

THIS AMENDMENT NO. 3 (the "Amendment") to Exhibit A dated May 12, 1977 ("Exhibit A") to the Lease Agreement, as amended, dated as of May 12, 1977 ("Agreement") by and between ITEL RAILCAR CORPORATION ("Lessor"), as assignee of Evans Railcar Leasing Company, and PLYWOOD MARKETING ASSOCIATES ("Lessee") is made as of this 31 day of January, 1989 between Lessor and Lessee.

R E C I T A L S:

- A. Lessor and Lessee are parties to the Agreement pursuant to which thirty-five (35), 52'5", 70-ton, insulated boxcars bearing reporting marks USLX 11716-11750 were leased by Lessor to Lessee.
- B. One (1) boxcar bearing the reporting marks USLX 11743 was destroyed on April 1, 1986.
- C. Sixteen (16) boxcars described in Exhibit A to the Agreement bearing reporting marks USLX 11716-11720, 11722, 11723, 11726, 11740, 11742, 11745-11750 were terminated from the Agreement prior to August 30, 1986.
- D. Sixteen (16) boxcars bearing reporting marks USLX 16054-16055, 16061-16066, 16068-16071, 16073, 16082, 16087, 16091 were added to the Agreement prior to August 30, 1986.
- E. The rights of Evans Railcar Leasing Company to eight (8) RBL boxcars bearing reporting marks USLX 11721, 11727, 11730, 11731, and 11734-11737 ("RBL Boxcars") and twenty-six (26) RB boxcars bearing reporting marks USLX 11724, 11725, 11728, 11729, 11732, 11733, 11738, 11739, 11741, 11744, 16054, 16055, 16061-16066, 16068-16071, 16073, 16082, 16087 and 16091 ("RB Boxcars") were assigned to ITEL Railcar Corporation on December 18, 1987.
- E. Lessor and Lessee desire to terminate the Agreement with respect to the eight (8) RBL Boxcars.
- F. Lessor and Lessee desire to add to the Agreement eight (8) additional, 52'5", 70-ton, RB boxcars which are in Lessee's possession and remain subject to an expired Lease Agreement dated as of March 6, 1973, between Lessor, as assignee of Evans Railcar Leasing Company, and Lessee.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to amend the Agreement as follows:

- 1. All terms defined in the Agreement shall have the meanings defined therein when used in this Amendment.

Lot No. 1515-00  
1515-01  
1515-02

2. Exhibit A, as amended, to the Agreement is hereby replaced by Exhibit A.1., attached hereto. All references to Exhibit A in the Agreement, as amended, are deemed to refer to Exhibit A.1.
3. Exhibit B and Exhibit C are hereby added to the Agreement.
4. The original lease term shall expire with respect to the Cars described in Exhibit A.1. on November 21, 1992.
5. The word "United" wherever it appears in the Agreement is hereby deleted and replaced with the word "Lessor."
6. Lessor's address in Section 21 is hereby deleted in its entirety and replaced by the following:

"55 Francisco Street  
San Francisco, California 94133"
7. This Amendment shall become effective upon its full execution by both parties.
8. Except as expressly modified by the Amendment, all terms and provisions of the Agreement shall remain in full force and effect with respect to all of the Cars subject to the Agreement.
9. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAILCAR CORPORATION

By: *[Signature]*

Title: President

Date: February 8, 1989

PLYWOOD MARKETING ASSOCIATES

By: *[Signature]*

Title: Gen. Mgr.

Date: 1-31-89

Lot No. 1515-00  
1515-01  
1515-02

EXHIBIT A.1.

EXHIBIT A.1. dated 1-31-89, 1989 to the Lease Agreement dated as of May 12, 1977, as amended, between ITEL RAILCAR CORPORATION, as assignee of Evans Railcar Leasing Company and PLYWOOD MARKETING ASSOCIATES.

TYPE AND DESCRIPTION OF CAR:

52'5" Insulated Boxcars, equipped with 20" cushion underframe and 16' door opening per side

NUMBER OF CARS:

Eighteen (18)

INTERIOR EQUIPMENT:

N/A

SPECIAL LININGS:

None

PERMITTED LADING USE:

Forest products

REPORTING NUMBERS AND MARKS:

USLX 9042, 9047, 9052, 9057, 9062, 9081, 9087, 9091, 11724, 11725, 11728, 11729, 11732, 11733, 11738, 11739, 11741, 11744

ITEL RAILCAR CORPORATION

By: DD Boyer  
Title: President  
Date: February 8, 1989

PLYWOOD MARKETING ASSOCIATES

By: Alice M. Leque  
Title: Gen. Mgr  
Date: 1-31-89

Lot No. 1515-00  
1515-01  
1515-02

EXHIBIT B

EXHIBIT B dated 1-31-89, 1989 to the Lease Agreement dated as of May 12, 1977, as amended, between ITEL RAILCAR CORPORATION, as assignee of Evans Railcar Leasing Company and PLYWOOD MARKETING ASSOCIATES.

TYPE AND DESCRIPTION OF CAR:

52'5" Insulated Boxcar, equipped with 20" cushion underframe and 16' door opening per side

NUMBER OF CARS:

Eight (8)

INTERIOR EQUIPMENT:

N/A

SPECIAL LININGS:

None

PERMITTED LADING USE:

Forest products

REPORTING NUMBERS AND MARKS:

USLX 16061, 16063-16066, 16069-16071

ITEL RAILCAR CORPORATION

By: AD Hayes

Title: President

Date: February 8, 1989

PLYWOOD MARKETING ASSOCIATES

By: Alice M. Lacey

Title: Gen. Mgr.

Date: 1-31-89

Lot No. 1515-00  
1515-01  
1515-02

EXHIBIT C

EXHIBIT C dated 1-31-89, 1989 to the Lease Agreement dated as of May 12, 1977, as amended, between ITEL RAILCAR CORPORATION, as assignee of Evans Railcar Leasing Company and PLYWOOD MARKETING ASSOCIATES.

TYPE AND DESCRIPTION OF CAR:

52'5" Insulated Boxcars, equipped with 20" cushion underframe and 16' door opening per side

NUMBER OF CARS:

Eight (8)

INTERIOR EQUIPMENT:

N/A

SPECIAL LININGS:

None

PERMITTED LADING USE:

Forest products

REPORTING NUMBERS AND MARKS:

USLX 16054, 16055, 16062, 16068, 16073, 16082, 16087, 16091

ITEL RAILCAR CORPORATION

By: *D. D. Hayes*  
Title: *President*  
Date: *February 8, 1989*

PLYWOOD MARKETING ASSOCIATES

By: *Alice M. Leger*  
Title: *Gen. Mgr.*  
Date: *1-31-89*

Lot No. 1515-00  
1515-01  
1515-02

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN FRANCISCO )

On this 8th day of February, 1989, before me personally appeared Desmond P. Hayes, to me personally known who, being by me duly sworn, says that such person is President of Itel Railcar Corporation, that the foregoing Amendment No. 3 and Exhibits A.1., B and C were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Fossan  
Notary Public



STATE OF Washington )  
 ) ss:  
COUNTY OF Clark )

On this 31st day of January, 1989, before me personally appeared Alice M. Aice, to me personally known, who, being by me duly sworn, says that such person is General Manager of Plywood Marketing Associates, that the foregoing Amendment No. 3 and Exhibits A.1., B and C were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marion H. Loubserbaugh  
Notary Public

